

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known)

Chapter

11

☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

02/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name **The Northwest.Com LLC**

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) **38-3901339**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

**251 Fifth Avenue
New York, NY 10016**

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

New York
County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify:

Debtor **The Northwest.Com LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
 See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4243

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9

☒ Chapter 11. Check all that apply:

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and it chooses to proceed under Subchapter V of Chapter 11.
☐ A plan is being filed with this petition.
☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No.
☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	The Northwest Company LLC	Relationship	Parent
District	Southern District of New York	When	4/18/19
		Case number, if known	_____

Debtor **The Northwest.Com LLC**
Name

Case number (if known)

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

☐ It needs to be physically secured or protected from the weather.

☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☐ 100-199

☒ 200-999

☐ 1,000-5,000

☐ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☐ \$10,000,001 - \$50 million

☒ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **The Northwest.Com LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 18, 2020**
MM / DD / YYYY

X /s/ Ross Auerbach

Signature of authorized representative of debtor

Ross Auerbach

Printed name

Title **President and CEO**

18. Signature of attorney

X /s/ S. Jason Teele

Signature of attorney for debtor

Date **April 18, 2020**

MM / DD / YYYY

S. Jason Teele 4025805

Printed name

Sills Cummis & Gross P.C.

Firm name

One Riverfront Plaza

Newark, NJ 07102

Number, Street, City, State & ZIP Code

Contact phone **(973) 643-4779**

Email address **steele@sillscummis.com**

4025805 NY

Bar number and State

Fill in this information to identify the case:

Debtor name The Northwest.Com LLC

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 18, 2020

X /s/ Ross Auerbach

Signature of individual signing on behalf of debtor

Ross Auerbach

Printed name

President and CEO

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name **The Northwest.Com LLC**
 United States Bankruptcy Court for the: **SOUTHERN DISTRICT OF NEW YORK**
 Case number (if known): _____

☐ Check if this is an
amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
ALFULL LUGGAGE CORPORATION 73 Sinyi Road Fenyuan Township Changhu County Taiwan	abbey@alpine-xm.com	Trade				\$525,472.84
ASHFORD TEXTILES, LLC USA 1535 W. 139th Street Gardena, CA 90249	allen@ashfordtextiles.com	Trade	Disputed Subject to Setoff			\$25,700,012.66
DISNEY CONSUMER PRODUCTS, INC. 500 South Buena Vista Street Burbank, CA 91521-8651	nicole.stidston@disney.com	License Fees				\$672,294.66
DISTRIBUTION ALTERNATIVES 6870 21st Ave South Lino Lakes, MN 55038	ronb@daserv.com	Warehouse Fees				\$2,290,959.19
EXETER OPERATING PARTNERSHIP 101 West Elm Street, Suite 600 Conshohocken, PA 19428	bdaush@exeterpg.com	Trade				\$1,233,818.20
GRUPO TEXTIL PROVIDENCIA SA Hidalgo Norte No. 7 Santa Ana Chiautempan Tlaxcal 90800 Mexico	jatorre@mundoprovidencia.com	Trade				\$2,374,231.41

Debtor **The Northwest.Com LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
HEIWEI USA LLC c/o ROSENTHAL & ROSENTHAL PO Box 88926 Chicago, IL 60695-1926	abrown@rosenthal inc.com	Trade				\$1,777,634.68
IMG MODELS LLC Penthouse North 304 Park Avenue South New York, NY 10010	dave.kirkpatrick@c lc.com	Trade				\$1,004,753.38
LIANYUNGANG FEIYAN BLANKETS CO 1 Zhenxing Road Lianyungang, Jiangsu, China	zgl_tnw@126.com	Trade				\$1,113,260.87
LIANYUNGANG YINGYOU LICHENG PL 1 Zhenxing Road Lianyungang, Jianshu, China	zgl_tnw@126.com	Trade				\$1,941,917.72
MAJOR LEAGUE BASEBALL 245 Park Ave New York, NY 10167	josephine.fuzesi@ mlb.com	License Fees				\$650,001.00
MARVEL 1600 Rosecrans Ave Bldg 7, Ste 110 Manhattan Beach, CA 90266	nicole.stidston@di sney.com	License Fees				\$276,690.86
NATIONAL HOCKEY LEAGUE 1185 Ave of Americas, 14th Fl. New York, NY 10036	dmccarthy@nhl.co m	License Fees				\$451,319.29
NFL PROPERTIES LLC 345 Park Ave New York, NY	matthew.morgado @nfl.com	License Fees				\$3,366,283.27
REFINE INTERNATIONAL HONG KONG Flat 309 3F, Mega Trade Center 1 Mei Wan Street Tsuen Wan, Hong Kong	alice@refinesh.co m	Trade				\$355,907.01

Debtor **The Northwest.Com LLC**
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
STANDARD FIBER LLC 577 Airport Blvd., Ste 200 Burlingame, CA 94010	sandygray@standa rdfiber.com	Trade				\$1,428,414.29
SUZHOU LIANDE IMPORT & EXPORT 269 Wangdun Road, Rm 1201A Suzhou, Jiangsu, China, 215000	sales@eastlands.c om	Trade				\$641,071.88
SUZHOU MEGATEX IMPORT & EXPORT 1638 Xihuan Road, 26th Fl Suzhou, Jiangsu, China, 215004	zhulei@megatex.cn	Trade				\$5,152,295.77
UNIFI MANUFACTURING INC. PO Box 602749 Charlotte, NC 28260-2749	lwillard@unifi.com	Trade				\$525,016.41
WARNER BROS. CONSUMER PRODUCTS 4001 W. Olive Ave. Burbank, CA 91505	shannon.burns@w arnerbros.com	License Fees				\$341,082.66

**United States Bankruptcy Court
Southern District of New York**

In re **The Northwest.Com LLC**

Debtor(s)

Case No.
Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
The Northwest Company LLC 49 Bryant Avenue Roslyn, NY 11576			100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President and CEO** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **April 18, 2020**

Signature **/s/ Ross Auerbach**
Ross Auerbach

Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Southern District of New York**

In re **The Northwest.Com LLC**

Debtor(s)

Case No.
Chapter

11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **The Northwest.Com LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

The Northwest Company LLC
49 Bryant Avenue
Roslyn, NY 11576

☐ None [*Check if applicable*]

April 18, 2020

Date

/s/ S. Jason Teele

S. Jason Teele 4025805

Signature of Attorney or Litigant

Counsel for **The Northwest.Com LLC**

Sills Cummis & Gross P.C.

One Riverfront Plaza

Newark, NJ 07102

(973) 643-4779

steele@sillscummis.com

**ACTION BY WRITTEN CONSENT
OF THE
SOLE MEMBER
OF
THE NORTHWEST.COM LLC**

Dated: April 18, 2020

The undersigned, being the sole member (the “**Member**”) of The Northwest.Com LLC, a Delaware limited liability company (the “**Company**”), hereby consents to the following actions and adopts the following resolutions as of the date hereof:

WHEREAS, the Company is in the business of manufacturing throw blankets and merchandise for the world’s most recognized and beloved brands in sports and entertainment;

WHEREAS, the Member has reviewed and considered the liabilities and liquidity of the Company, the strategic alternatives available to it, the valuation of the Company and its affiliates, and the impact of the foregoing on the Company’s business;

WHEREAS, the Member has had the opportunity to consult with the management and the financial and legal advisors to the Company and fully consider each of the strategic alternatives available to the Company; and

WHEREAS, the Member deems it advisable and in the best interest of the Company and its creditors, interest holders, and other parties in interest, to consent to and adopt, in the name and on behalf of the Company, the resolutions set forth below.

NOW, THEREFORE, BE IT:

RESOLVED, that the Chief Executive Officer and any or all of the officers of the Company so designated by the Manager, acting alone or with one or more other officers of the Company (individually, each an “**Authorized Officer**” and collectively, the “**Authorized Officers**”), are hereby authorized and empowered, in the name and on behalf of the Company, with the assistance of the Company’s counsel, accountants and advisers, to (i) prepare, execute and file with the appropriate court a petition under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”); (ii) take such other and further actions and steps as the Authorized Officers may deem necessary, appropriate or advisable to obtain for the Company any and all relief to which they are or may be entitled under chapter 11 of the Bankruptcy Code; (iii) to market and sell, with the approval of the bankruptcy court, substantially all of the Company’s assets, including pursuant to a Stalking Horse asset purchase agreement in an effort to maximize the value of such assets for the benefit of company creditors and other stakeholders; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all actions that they deem necessary or

proper to obtain relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to retain and employ, in the name and on behalf of the Company, the law firm of Sills Cummis & Gross P.C. as legal counsel to the Company in connection with its existing financial arrangements and capitalization, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights, including, but not limited to, filing any pleadings, representing the Company in obtaining financing and representing the Company in connection with an asset sale pursuant to Section 363 of the Bankruptcy Code or otherwise; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Sills Cummis & Gross P.C.; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to employ, in the name and on behalf of the Company, Clear Thinking Group, LLC as financial advisor to the Company, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Clear Thinking Group, LLC; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and directed to employ, in the name and on behalf of the Company, Omni Agent Solutions to provide claims, noticing, balloting and case administration services to the Company, to represent and assist the Company in carrying out its duties under the Bankruptcy Code and to take any and all actions to advance the Company's rights; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Omni Agent Solutions; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to employ, in the name and on behalf of the Company, any other professionals to assist the Company in connection with its existing financial arrangements and capitalization, to represent and assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered, in the name and on behalf of the Company, to negotiate for and obtain post-petition financing according to terms to be negotiated by management of the

Company, including under debtor-in-possession credit facilities, and to execute and deliver agreements regarding the use of cash collateral or other similar arrangements, including, without limitation, to enter into any guarantees and to pledge and grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements or other similar arrangements; and, in connection therewith, the Authorized Persons be, and each of them hereby is, authorized and empowered to execute appropriate loan agreements, guarantees, cash collateral agreements, and related ancillary documents; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to enter into, in the name and on behalf of the Company, agreements with Outerstuff LLC to sell all or substantially all assets of the Company on such terms and conditions as are deemed necessary or advisable by any Authorized Officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval and determination; and be it further

RESOLVED, that in connection with the Chapter 11 Case, the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to execute agreements or other documents establishing procedures for the sale of all or substantially all assets of the Company pursuant to Section 363 of the Bankruptcy Code or any other equity or asset sale, subject to the approval of such procedures by the Bankruptcy Court in the Chapter 11 Case (the "Sale Procedures"), on such terms and conditions as are deemed necessary or advisable by any Authorized Officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval and determination; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized and empowered to execute, deliver and perform any agreement, document or any amendment to the foregoing, in the name and on behalf of the Company, in connection with any transaction for the sale of all or substantially all assets of the Company, on such terms as the Authorized Officers deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and be it further

RESOLVED, that the Authorized Officers are, and any one of them acting alone is, hereby authorized, empowered and directed, in the name and on behalf of the Company, to take such additional actions, to perform all acts and deeds, and to execute, ratify, certify, deliver, file and record such additional agreements, notices, certificates, instruments, applications, payments, letters and documents as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, and to appoint such agents on behalf of the Company as such Authorized Offices, and any of them, may deem necessary or appropriate in connection with the Sale Procedures, and the transactions contemplated by any of the foregoing, the authority for the taking of such action to be conclusive evidence thereof, and be it further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer in the name and on behalf of the Company in furtherance of any or all of the foregoing resolutions be, and the same hereby are, ratified, confirmed and approved in all respects; and be it further

RESOLVED, that this written consent may be executed (a) in any number of counterparts, each of which shall be an original, but all of which together shall constitute one and the same written consent, notwithstanding that the undersigned are not signatories to the original or to the same counterpart and (b) via (i) facsimile transmission or (ii) other electronic transmission which provides an accurate copy of this written consent (collectively, the “**Electronic Copy**”), which such Electronic Copy shall be deemed an original.

IN WITNESS WHEREOF, the undersigned has duly executed and delivered this Written Consent as of the date first written above.

THE NORTHWEST COMPANY LLC

A handwritten signature in black ink, appearing to read 'Ross Auerbach', is written over a horizontal line.

By: Ross Auerbach

Its: Manager